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**CONSENT TO COMMUNICATION WITH ARIZONA CORPORATION COMMISSION**

Undersigned counsel represent the Securities Division (the "Division") of the Arizona Corporation Commission ("Commission"); Michael Eugene Kelly ("Kelly"), Yucatan Resorts, Inc. ("Yucatan"), Yucatan Resorts, S.A. ("Yucatan SA"), Resorts Holding International, Inc. ("Resort Holding"), and Resort Holding International, S.A. ("Resort Holding SA") regarding a proposed Consent to Final Judgment and Order of Permanent Injunction and settlement of Administrative Action, Docket S-03539A-03-000 (the "Administrative Action"). The parties have been discussing a possible settlement of Administrative Action. The parties recognize that any settlement reached among them must be presented to the Commission for its approval in order to resolve the pending matters.

The parties agree that the settlement of this matter will be facilitated if counsel for the Division, with the assistance of Division staff, is able to communicate with members of the Commission about the terms, effects and reasons for any proposed settlement agreement, which the parties reach.

In light of the above considerations, undersigned counsel for Kelly, Yucatan, Yucatan SA, Resort Holding and Resort Holding SA hereby consent to permit the counsel for the Division, assisted by Division staff, to communicate orally or in writing with members of the Commission, concerning the terms, effects, and reasons for any proposed settlement in this matter. Undersigned counsel represents that such communication will be limited to matters reasonably related to the proposed settlement of this matter.

Undersigned counsel for Kelly, Yucatan, Yucatan SA, Resort Holding and Resort Holding SA expressly waive any claim that the Division or its staff, acting pursuant to this consent, have violated Rule R14-3-113, A.A.C. or any other provision of the law prohibiting ex parte contacts. The parties agree that all communications, oral or written, between attorneys for the Division, assisted by Division staff, and members of the Commission, pursuant to this consent, shall be

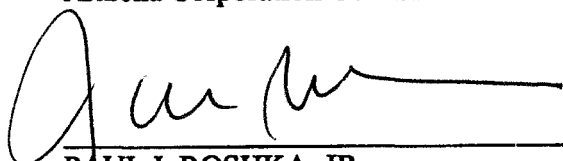
1 subject to the attorney-client privilege.

2 This consent shall be effective through and including February 2, 2006.

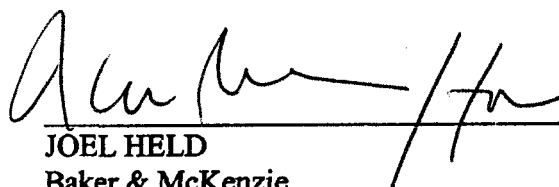
3 DATED this 25<sup>th</sup> day of January 2006

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5 Mark Dinell  
6 Assistant Director, Securities Division,  
7 Arizona Corporation Commission

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